

20.04.2016

RIB Software AG (RIB) prepares for conversion to a European Company (SE)

- **New legal form reflects RIB's international focus**
- **No implications for the operational business**
- **Shareholders' interests and dividend entitlements not affected**

Stuttgart, 20 April 2016. RIB Software AG will submit a proposal to its shareholders at the Annual General Meeting to be held on 31 May 2016 to convert the company to a European Company (Societas Europaea – SE). The conversion to the supranational legal form of an SE will reflect the company's transnational business activities and focus. The company holds interests in a total of 34 subsidiaries, of which eight have registered offices in Germany and another six have registered offices in other member states. Given this background, the SE is an appropriate legal form for RIB Software AG as the operational holding company of the Group:

- With its international, modern image, the SE will strengthen RIB Software AG's position as a European company with registered offices in Germany;
- The SE's supranational legal form will facilitate RIB Software AG's presence in the other member states;
- The current dualistic system of corporate management at RIB Software AG, with both an Executive Board and a Supervisory Board, can be transferred to a monistic management system that is now customary internationally. This system combines the management and supervisory responsibility in one Administrative Board.

In Europe, the SE is the only supranational legal form available that, as a stock corporation, is comparable to a limited company and allows a one-tier management structure and permits a stock exchange listing. It highlights the significance of the company's international business and offers a presence in line with the activities of the RIB Group. This important milestone will foster the company's further development and best serve the interests of our shareholders and the company.

Of the eight persons proposed for appointment as members of the Board of Directors of the SE, five are currently members of the Supervisory Board and three of the Executive Board of the company. In the case of their appointment as members of the first Board of Directors of the SE, the current Chairman of the Executive Board, Thomas Wolf, shall be proposed as a candidate for Chairman of the Board of Directors, and the current Chairwoman of the Supervisory Board, Sandy Möser, shall be proposed as a candidate for Deputy Chairwoman of the Board of Directors.

About RIB Group

RIB Software AG is an innovator in construction business. The company creates, develops, and offers iTWO³ – new thinking, new working method and new technology - for construction projects across various industries worldwide. iTWO today is the world's first Cloud / License based Big Data 5D BIM enterprise solution for construction companies, industrial companies, developers and investors. Since its inception in 1961, RIB Software AG has been the pioneer in construction innovation, exploring and bringing in new thinking, new working method and new technology to enhance construction productivity, and transforming the construction industry into the most advanced and digitalized industry in the 21st century. RIB is headquartered in Stuttgart, Germany, and listed in Prime Standard Frankfurt Stock Exchange since 2011. With about 700 talents located in over 30 offices worldwide, RIB is serving 100,000 clients including construction contractors, sub-contractors, developers, owners, investors and governments, in the field of building construction, infrastructure, EPC sector and more.